

Message

From: Scott Sidell [ssidell@777part.com]
Sent: 10/29/2018 5:07:54 PM
To: Tony Mitchell [AMitchell@pinechase.com]; Jonathan Neuman [jonneuman@gmail.com]
CC: Aaron Levy [alevy@777part.com]; Josh Wander [jwander@777part.com]
Subject: MV ROFR Agreement
Attachments: Right to List Agreement - Template.docx

Guys: Thanks for the call late last week regarding your great success with the ROFR's. I think we all agree that is very encouraging news. Given your success, I think we need to make sure we put into place as soon as we can, a ROFR agreement that we all agree, captures the absolute best interests of MV, which we can collectively agree will represent a "Qualifying Receivable," with respect financing under our current equity and contemplated debt arrangement.

When we met in Delray, there were several open issues related to the proposed ROFR agreement we discussed, which we agreed would warrant further discussion and resolution. Such open items included (but were not limited to) the payment obligations of the asset owner to pay MV in the event said asset owner elected to engage a broker other than MV, as a result of i) MV failing to sell the asset after a reasonable period of time, or ii) said asset owner circumventing MV.

To get the ball rolling, we and our legal team can begin to mark-up the attached ROFR template, or we circle up with by phone this week to discuss drafting an entirely new template. Please let us know your thoughts, along with a proposed date and time for a meeting next week. Thanks.

Scott

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